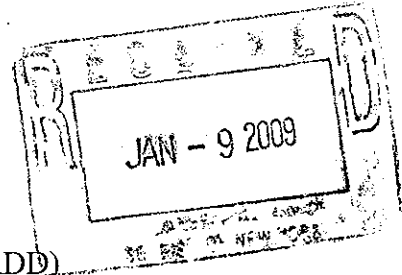


UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK



----- X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: (Jointly Administered)  
Debtors. :  
----- X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF FLORIDA )  
COUNTY OF ORANGE )

Daniel J. Gerber, being duly sworn, deposes and says:

1. I am a principal of Rumberger, Kirk & Caldwell, P.A. ("RKC") which firm maintains offices at Lincoln Plaza, Suite 1400, 300 South Orange Avenue, Orlando, Florida 32801.

2. Neither I, RKC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. RKC has represented and advised the Debtors with respect to litigation matters involving the Debtors' businesses.

4. The Debtors have requested, and RKC has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.

5. RKC's current fees arrangement is \$170.00 per hour.

6. Except as set forth herein, no promises have been received by RKC or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

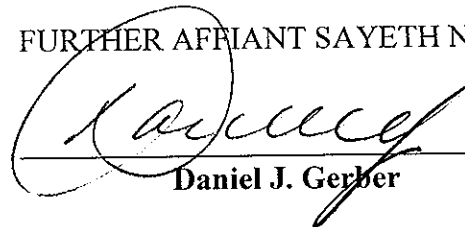
7. RKC has no agreement with any entity to share with such entity any compensation received by RKC.

8. RKC and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. RKC does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

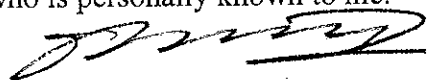
9. Neither I, RKC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which RKC is to be engaged.

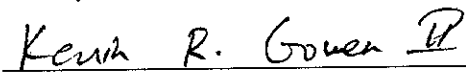
10. The foregoing constitutes the statement of RKC pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
Daniel J. Gerber

**SWORN TO AND SUBSCRIBED** before me this 23rd day of December, 2008, by Daniel J. Gerber, as shareholder of Rumberger, Kirk & Caldwell, P.A., on behalf of the firm, who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida

  
\_\_\_\_\_  
(Printed Name of Notary Public)

My Commission Expires:

